

1 THE HONORABLE JOHN C. COUGHENOUR  
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7 UNITED STATES DISTRICT COURT  
8 WESTERN DISTRICT OF WASHINGTON  
9 AT SEATTLE

10 ASANA PARTNERS FUND II REIT 14 LLC,  
11 a Delaware limited liability company; and AP  
12 PINE AND BOYLSTON, LLC, a Delaware  
13 limited liability company,

CASE NO. C20-1034-JCC

14 ORDER

15 Plaintiffs,

16 v.

17 HEATH FAMILY I LLC, a Washington  
18 limited liability company,

19 Defendant.

20 This matter comes before the Court *sua sponte*. Plaintiff Asana Partners Fund II REIT 14  
21 LLC alleges that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1332 because  
22 there is complete diversity between the parties and the amount in controversy is more than  
23 \$75,000. (See Dkt. Nos. 1 at 1–2, 21 at 1–2.) Defendant Heath Family I LLC admits these  
24 allegations. (See Dkt. Nos. 3 at 1–2, 22 at 1–2.) However, the Court has an independent  
25 obligation to determine it has jurisdiction and must dismiss the case if it “determines at any time  
that it lacks subject-matter jurisdiction.” Fed. R. Civ. P. 12(h)(3). Here, the parties’ pleadings do  
not provide sufficient information to allow the Court to determine whether it has subject-matter  
jurisdiction over this matter.

26 “A limited liability company ‘is a citizen of every state of which its owners/members are

1 citizens,’ not the state in which it was formed or does business.” *NewGen, LLC v. Safe Cig, LLC*,  
 2 840 F.3d 606, 612 (9th Cir. 2016) (quoting *Johnson v. Columbia Props. Anchorage, LP*, 437  
 3 F.3d 894, 899 (9th Cir. 2006)). Accordingly, to properly plead diversity jurisdiction, Asana  
 4 Partners was required to plead “the citizenship of all of the members” of the LLCs in this case  
 5 and show that there was complete diversity at the time the case was filed. *Id.* at 611. Asana  
 6 Partners did not. (*See* Dkts. Nos. 1 at 1–2, 21 at 1–2.) Further, the parties’ corporate disclosure  
 7 statements do not include information required by Local Rule 7.1 that the Court could use to  
 8 evaluate whether it has diversity jurisdiction over this matter, (*see* Dkt. Nos. 7–8), and AP Pine  
 9 and Boylston LLC never filed a corporate disclosure statement at all.

10 Even so, “[d]efective jurisdictional allegations are not fatal.” *NewGen, LLC*, 840 F.3d at  
 11 612. “Courts may permit parties to amend defective allegations of jurisdiction at any stage in the  
 12 proceedings.” *Id.*; *see also* 28 U.S.C. § 1653. Accordingly, the Court ORDERS as follows:

- 13     1. The parties shall file corporate disclosure statements that comply with Local Rule  
        14         7.1 within ten days of this order. The statements shall also describe any changes  
        15         in the LLCs’ members or their citizenship since July 1, 2020.
- 16     2. Plaintiffs shall file an amended complaint that alleges the members of the LLCs  
        17         involved in this matter and the citizenship of those members no later than two  
        18         days after the final corporate disclosure statement is filed. The Court does not  
        19         grant leave to amend any other allegations in the complaint.
- 20     3. Defendant shall respond to the amended complaint within two days of the date it  
        21         is filed.
- 22     4. The clerk is DIRECTED to remote Defendant’s motion for summary judgment  
        23         (Dkt. No. 9) for consideration on November 3, 2020.

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1 DATED this 20th day of October 2020.  
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John C. Coughenour

5 John C. Coughenour  
6 UNITED STATES DISTRICT JUDGE  
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